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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION,)	
<i>et al.,</i>)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**AMENDED JOINDER/OBJECTION OF CENTURYLINK COMMUNICATIONS, LLC
TO THE DEBTORS' AMENDED NOTICE REGARDING INITIAL DISTRIBUTION
PURSUANT TO ADMINISTRATIVE EXPENSE CLAIMS CONSENT PROGRAM**

CenturyLink Communications, LLC and Level 3 Communications, LLC, and their parents, subsidiaries, and affiliates (collectively "CenturyLink") amend their *Joinder of CenturyLink Communications, LLC to Limited Objection Of Stanley Black & Decker, Inc. to the Debtors' Notice Regarding Initial Distribution Pursuant To Administrative Expense Claims Consent Program* [ECF 6221] (the "CenturyLink Joinder"), now further objecting to the *Amended Notice Regarding Initial Distribution Pursuant to Administrative Expense Claims*

Consent Program (the “Amended Notice”) [ECF 6280]. CenturyLink respectfully states as follows in amending the CenturyLink Joinder in seeking inclusion as an Initial Distribution participant:

**JURISDICTION, VENUE, AND CONSTITUTIONAL AUTHORITY TO ENTER A
FINAL ORDER**

1. This Court has jurisdiction over this matter and the parties hereto pursuant to 28 U.S.C. §§ 157 and 1334 and this matter constitutes a “core” proceeding pursuant to 28 U.S.C. § 157.

FACTUAL BACKGROUND REGARDING CENTURYLINK

2. On December 13, 2019, CenturyLink filed the CenturyLink Joinder, detailing CenturyLink’s position as an administrative claimant pursuant to 11 U.S.C. §503(b)(1)(A) and 365(d)(5) through CenturyLink providing Debtors with telecommunications equipment and services post-petition. (*See* ECF 6221, ¶¶ 17 – 27).

3. The CenturyLink Joinder explained that CenturyLink had reached an agreement with counsel for the Debtors so CenturyLink’s Opt-In Ballot (as defined therein), Unique Ballot ID# 182353801022528, would be treated as timely. *See id.* at ¶¶ 10 – 11.

4. On December 20, 2019, CenturyLink’s paralegal discovered that on November 23, 2019, M-III Partners had contacted CenturyLink regarding CenturyLink’s Opt-In Ballot, seeking further information, and that CenturyLink had marked the emails for further follow-up.

5. Since February 2019, CenturyLink has regularly engaged Debtors and Transform Holdco, LLC regarding administrative claim amounts, cure amounts, and Debtors and/or Transform Holdco, LLC’s cure and assumption of Accounts, providing Excels and other forms of supporting information several times. The most recent negotiations between CenturyLink and Debtors and/or Transform Holdco, LLC occurred on December 12, 2019 during which Debtors

and/or Transform Holdco, LLC indicated an intent to cure and assume or cure, assume, and assign fourteen Accounts (as defined in the CenturyLink Joinder).

6. On December 24, 2019, the Debtors filed the Amended Notice, again failing to include CenturyLink as an Initial Distribution participant despite CenturyLink's timely filed Opt-In Ballot for an administrative claim of \$331,086.28.

7. CenturyLink renews its objection in the CenturyLink Joinder, now further objecting to the Amended Notice on similar grounds as an administrative claimant with a timely filed Opt-In Ballot, requesting the relief below.

RELIEF SOUGHT

WHEREFORE, CenturyLink respectfully requests an order:

- (a) Granting CenturyLink's inclusion in the Administrative Expense Claims Consent Program, for the entire amount of CenturyLink's administrative claim in the Opt-In Ballot; and
- (b) Granting such other and further relief as is just, equitable and proper.

Dated: December 26, 2019

Respectfully submitted,

STINSON LLP

/s/ Brittany M. Michael

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